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**Counsel for California Department of
Water Resources and California Electricity
Oversight Board**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	Case No. 05-60200-BRL
CALPINE CORPORATION, <i>et al.</i> ,)	(Jointly Administered)
)	
Debtors)	District Court
)	Case No. 07-_____

**NOTICE OF CALIFORNIA STATE
PARTIES' MOTION TO WITHDRAW REFERENCE**

PLEASE TAKE NOTICE that the California Department of Water Resources, the California Electricity Oversight Board and the Attorney General of the State of California (collectively, the “Movants”), by and through their counsel, Luskin, Stern & Eisler LLP and Pierce Atwood LLP, shall move before the United States District Court for the Southern District of New York¹ at a date and time to be set by the Court for entry of an Order, pursuant to 28 U.S.C. § 157(d), Rule 5011 of the Federal Rules of Bankruptcy Procedure and Rule 5011-1 of the Local Bankruptcy Rules for the Southern District of New York, to withdraw the reference to the United States Bankruptcy Court for the Southern District of New York as to all proceedings relating to the Debtors’ motion for entry of an order approving the adequacy of Debtors’ Disclosure Statement (Bk Doc. No 5162) to the extent -- and only to the extent -- that such proceedings relate to whether the Disclosure Statement must be denied for the reasons set forth in the “California State Parties’ Objection to Debtors’ Disclosure Statement Based on the Federal Power Act and Other Federal Law and Incorporated Memorandum of Law” filed concurrently herewith or any other objection relating to the Federal Power Act² or the Order the District Court entered in this same case on January 27, 2006.

PLEASE TAKE FURTHER NOTICE that in support of the relief sought, the Movants shall rely upon the California State Parties’ Motion To Withdraw Reference

¹ This motion is filed pursuant to Fed. R. Bankr. P. 5011(a), which provides, in relevant part, “[a] motion for withdrawal of a case or proceeding shall be heard by a district judge,” and Local Bankruptcy Rule 5011-1 which provides that a “motion for withdrawal of the reference shall be filed with the Clerk of the Bankruptcy Court. The movant is then required to file with the Clerk of the District Court a copy of the motion, the receipt for payment of the filing fee, three copies of the District Court Civil Cover Sheet, and a copy any corporate ownership statement previously filed pursuant to Bankruptcy Rule 1007(a) or 7007.1.”

² The Federal Power Act is codified at 16 U.S.C. §§ 796 *et seq.*

And Incorporated Memorandum Of Law (the "Motion"), and Exhibits thereto, submitted herewith.

PLEASE TAKE FURTHER NOTICE that, pursuant to S.D.N.Y. Local Civil Rule 6.1(b), any opposing affidavits and answering memoranda shall be served within ten business days after the service hereof and any reply affidavits and memoranda of law shall be served within five business days after service of any answering papers.

PLEASE TAKE FURTHER NOTICE that, pursuant to S.D.N.Y. Local Civil Rule 6.1(c), the parties and their counsel shall only be required to appear at a hearing to argue the Motion if so directed by the Court or by individual rule or upon application.

Dated: August 1, 2007
New York, New York

LUSKIN, STERN & EISLER LLP

By: /s/ Michael Luskin
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-- and --

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